

**OFFICE OF THE MISSISSIPPI SECRETARY OF STATE BUSINESS  
REGULATION AND ENFORCEMENT DIVISION**

<b>IN THE MATTER OF:</b>	)	
	)	
<b>ALL AMERICAN FOOTBALL</b>	)	
<b>FOUNDATION AND HALL OF</b>	)	
<b>HONOR, INC.</b>	)	
<b>Post Office Box 23878</b>	)	<b>ADMINISTRATIVE PROCEEDING</b>
<b>JACKSON, MISSISSIPPI 39225</b>	)	<b>NUMBER: <u>CH-0045-003</u></b>
	)	
<b><i>Respondent</i></b>	)	

**CONSENT AGREEMENT**

I.

This agreement is hereby entered into between the State of MISSISSIPPI SECRETARY OF STATE'S OFFICE, BUSINESS REGULATION AND ENFORCEMENT DIVISION (hereinafter "Division"), by and through James O. Nelson, II, Assistant Secretary of State, and ALL AMERICAN FOOTBALL FOUNDATION AND HALL OF HONOR, INC. (hereinafter "Respondent"), by and through its agent, James L. McDonell, President.

The Division, having the power to administer and to provide for the enforcement of all provisions of the Mississippi Charitable Solicitations Act (hereinafter "Act"), and Respondent do hereby enter into this Consent Agreement in resolution of the following allegations by the Division of violations of certain provisions of the Act:

1. Respondent failed to keep "true and correct books and records of solicitation activities," and records were not retained for a period of at least three (3) years in violation of Miss. Code Ann. §79-11-518.

II.

Respondent, under the terms of this consent agreement and solely for the purpose of resolving the foregoing allegations, stipulates without a hearing to the matters set forth above in Section I, Paragraph 1, and hereby consents to the issuance of this Consent Agreement and further consents to and agrees to the undertakings contained herein. Furthermore, the undersigned agent for the Respondent acknowledges that he has been lawfully vested with the authority to enter into this Consent Agreement on behalf of the Respondent.

III.

THEREFORE, in consideration of a final resolution of the matters set forth above in Section I, Paragraph 1, the Division and Respondent hereby agree and stipulate to the following:

1. Respondent agrees to keep true and correct books and records of its solicitation activities that are covered by the Act or any rule or order adopted thereunder. Respondent agrees to retain these records for a period of at least three (3) years.
2. In order to ensure that Respondent is in compliance with both Section III, Paragraph 1, of this Consent Agreement and Miss. Code Ann. §79-11-518, the Division may conduct quarterly examinations of all of Respondent's books and records, including, but not limited to, the records required to be kept under the Act and Rules promulgated thereunder, for the next twelve (12) months beginning the date Respondent executes this Consent Agreement.
3. This Consent Agreement is in resolution of the matters contained in

Section I, Paragraph 1. Thus, any matters in Section I, Paragraph 1, will not be used as a basis for action by the Division except as set forth in Section IV, *infra*.

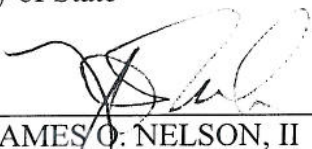
4. Respondent admits to the violations of the Mississippi Charitable Solicitations Act stated in Paragraph I and agrees to comply with the provisions of the Act in the future.

IV.

In the event Respondent fails or neglects to comply with any of these agreements, stipulations or undertakings set forth in this Consent Agreement, the Division may, without notice to Respondent, unilaterally rescind this Agreement and institute any legal or administrative proceedings it deems appropriate, but not limited to, proceedings to address the matters set forth in Section I, Paragraph 1, *supra*.

ERIC CLARK  
Secretary of State

By:

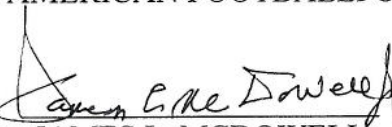
  
JAMES O. NELSON, II  
Assistant Secretary of State

Date:

8/9/06

ALL AMERICAN FOOTBALL FOUNDATION AND HALL OF HONOR, INC.

By:

  
JAMES L. MCDOWELL  
President

Date:

8/16/06